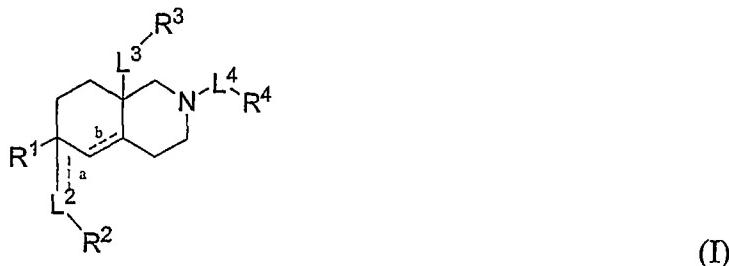


WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein:

L^2 and L^4 are members independently selected from a bond, substituted or unsubstituted alkylene, and substituted or unsubstituted heteroalkylene;

L^3 is a member selected from a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, $-C(O)-$, $-C(O)NH-$, and $-S(O)_u-$, wherein u is 0, 1, or 2;

the dashed lines a and b are optionally a bond, wherein if R^2 is $=O$, $=N-OR^{2A}$, or $=CR^{2B}R^{2C}$, then R^1 is absent, L^2 is a bond, and a is a bond attached directly to R^2 ;

R^1 is absent or a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

R^2 is a member selected from $=O$, $=N-OR^{2A}$, $=CR^{2B}R^{2C}$, hydrogen, $-OR^{2D}$, $-C(O)R^{2D}$, $-C(O)NR^{2E}R^{2F}$, $-NR^{2E}R^{2F}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein R^{2A} , R^{2B} , R^{2C} and R^{2D} are members independently selected from

hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

R^{2E} and R^{2F} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted

R_4 is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heterocyclic heteroaryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocyclic heteroalkyl, substituted or unsubstituted heterocyclic heteroaryl, substituted or unsubstituted heterocyclic heteroaryl, substituted or unsubstituted heterocyclic heteroaryl, and $NOR_4^E NR_4^F$, $C(O)R_4^A$, $-C(O)OR_4^A$, $-C(O)NR_4^B R_4^C$, $=NOR_4^D$, and $=NOR_4^E NR_4^F$, wherein

wherein R_2 and R_1 are optionally joined to form a substituted or unsubstituted or

heteroaryl, substituted or unsubstituted, or unsubstituted heterocycloalkyl, -S(O)^mR_{2E1} and -S(O)^mNR_{2E2}R_{2E3}, wherein R_{2E} and R_{2F} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached,

R^{4A} , R^{4B} , R^{4C} , R^{4D} , R^{4E} , and R^{4F} are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, and
 t is 0, 1, or 2.

2. The compound of claim 1, wherein

R^2 is a member selected from $=O$, $=N-OR^{2A}$, $-OR^{2D}$, $-NR^{2E}R^{2F}$, substituted or unsubstituted (C_1-C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3-C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein R^{2A} and R^{2D} are members independently selected from hydrogen and substituted or unsubstituted (C_1-C_{10}) alkyl, and R^{2E} and R^{2F} are members independently selected from hydrogen and substituted or unsubstituted (C_1-C_{10}) alkyl.

3. The compound of claim 1, wherein

R^2 is a member selected from $=O$, $=N-OR^{2A}$, and $-OR^{2D}$, wherein R^{2A} and R^{2D} are members independently selected from hydrogen and unsubstituted (C_1-C_5) alkyl.

4. The compound of claim 1, wherein R^2 is $=O$ and the dashed line b is a bond.

5. The compound of claim 1, wherein R^1 is absent or is a member selected from hydrogen and substituted or unsubstituted alkyl.

6. The compound of claim 1, wherein R^1 is absent or is a member selected from hydrogen, methyl, and $-C\equiv C-CH_3$.

7. The compound of claim 1, wherein R^1 is absent.

8. The compound of claim 1, wherein R^3 is a member selected from substituted or unsubstituted (C_1-C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3-C_7) cycloalkyl, substituted or unsubstituted 3-7 membered

- heteroalkyl, R_{3D} -substituted or unsubstituted (C_3-C_8) cycloalkyl, R_{3D} -
 (C_1-C_{10}) alkyl, R_{3D} -substituted or unsubstituted 2-10 membered
 R_D is a member independently selected from hydrogen, R_{3D} -substituted
11. The compound of claim 9, wherein

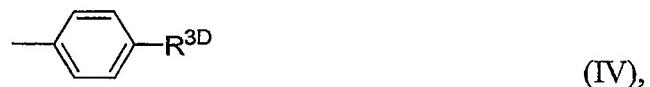
R_D is a member independently substituted or unsubstituted heteroaryl,
 R_D is a member independently selected from hydrogen, substituted alkyl,
 R_D is a member independently selected from heterocycloalkyl, substituted cycloalkyl,
 R_D is an integer selected from 1 to 3; and
10. The compound of claim 9, wherein

R_{3D} and R_{3D} are optionally joined to form a substituted or unsubstituted
 R_{3D} and R_{3D} are optionally joined to form a substituted or unsubstituted
 R_{3D} and R_{3D} are optionally joined to form a substituted or unsubstituted
 R_{3D} and R_{3D} are substituted or unsubstituted heteroaryl, wherein
 R_{3D} and R_{3D} are substituted or unsubstituted heteroalkyl, substituted cycloalkyl,
 R_{3D} , R_{3D} , R_{3D} , R_{3D} , and R_{3D} are members independently selected
 $-C(O)NR_{3D}R_{3D}$, and $-C(O)R_{3D}$, wherein
 R_{3D} , substituted or unsubstituted heteroaryl, $-NR_{3D}R_{3D}$, $-OR_{3D}$,
 $COOH$, $-CF_3$, $-NH_2$, $-SH$, substituted or unsubstituted alkyl, substituted
 R_D is a member independently selected from hydrogen, halogen, $-OH$,
 q is an integer selected from 1 to 5; and
wherein
(III) 
9. The compound of claim 1, wherein R^3 has the formula:
Heteroaryl.
Heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted

heteroalkyl, unsubstituted (C_3-C_8) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl, and

R^{3D10} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C_1-C_{10}) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C_3-C_8) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl.

12. The compound of claim 11, wherein R^3 has the formula:



wherein

R^{3D} is a member selected from hydrogen, R^{3D7} -substituted (C_1-C_5) alkyl, R^{3D7} -substituted or unsubstituted 2-5 membered heteroalkyl, R^{3D7} -substituted (C_5-C_7) cycloalkyl, R^{3D7} -substituted or unsubstituted 5-7 membered heterocycloalkyl, R^{3D8} -substituted aryl, R^{3D8} -substituted or unsubstituted heteroaryl, -NR^{3D1}R^{3D2}, -OR^{3D3}, -C(O)NR^{3D4}R^{3D5}, and -C(O)R^{3D6}.

13. The compound of claim 12, wherein R^{3D} is a member selected from -NR^{3D1}R^{3D2}, -OR^{3D3}, -C(O)NR^{3D4}R^{3D5}, and R^{3D7} -substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein

R^{3D1} and R^{3D2} are members independently selected from hydrogen, R^{3D7} -substituted alkyl, R^{3D7} -substituted or unsubstituted heteroalkyl, R^{3D7} -substituted or unsubstituted heterocycloalkyl, and R^{3D8} -substituted or unsubstituted heteroaryl,

wherein R^{3D1} and R^{3D2} are optionally joined with the nitrogen to which they are attached to form a R^{3D7} -substituted or unsubstituted heterocycloalkyl, or R^{3D8} -substituted or unsubstituted heteroaryl, wherein said ring optionally comprises an additional ring heteroatom; and

R^{3D3} , R^{3D4} and R^{3D5} are members independently selected from hydrogen,

R_{3D7} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂, -SH, R_{3D9}-substituted or unsubstituted (C₁-C₁₀) alkyl, R_{3D9}-substituted 2-10 membered heterocyclic alkyl, R_{3D10}-substituted or unsubstituted 3-8 membered heterocyclic alkyl, R_{3D10}-substituted or unsubstituted 3-8 membered heterocyclic alkyl, R_{3D10}-substituted or unsubstituted aryl, and R_{3D10}-substituted or unsubstituted heteroaryl,
 and R_{3D10}-substituted or unsubstituted 2-10 membered heterocyclic alkyl, R_{3D9}-substituted or unsubstituted (C₃-C₈) cycloalkyl, R_{3D9}-substituted (C₁-C₁₀) alkyl, R_{3D9}-substituted or unsubstituted 2-10 membered heterocyclic alkyl, R_{3D9}-substituted or unsubstituted (C₁-C₁₀) alkyl, oxo, -OH, -COOH, -CF₃, -NH₂, -SH,
 R_{3D8} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH,
 and

R^{3D7} -substituted or unsubstituted heteroalkyl comprising a nitrogen heteroatom,

R^{3D7} -substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,

R^{3D8} -substituted or unsubstituted heteroaryl comprising a ring nitrogen,

and

alkyl substituted with a R^{3D9} -substituted or unsubstituted heteroalkyl comprising a nitrogen heteroatom, R^{3D9} -substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, or R^{3D10} -substituted or unsubstituted heteroaryl comprising a ring nitrogen,

wherein R^{3D4} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D7} -substituted or unsubstituted heterocycloalkyl, or R^{3D8} -substituted or unsubstituted heteroaryl, wherein said ring optionally comprises a heteroatom.

14. The compound of claim 13, wherein

R^{3D1} and R^{3D2} , and R^{3D4} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D7} -substituted or unsubstituted heterocycloalkyl comprising an additional heteroatom, or R^{3D8} -substituted or unsubstituted heteroaryl comprising an additional heteroatom.

15. The compound of claim 14, wherein R^{3D1} and R^{3D2} , and R^{3D4} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D8} -substituted or unsubstituted oxazolyl, imidazolyl, thiazolyl, isooxazolyl, pyrazolyl, isothiazolyl, purinyl, pyradizinyl, pyrimidinyl, pyrazinyl, or quinoxaliny.

16. The compound of claim 1, wherein R^4 is a member selected from substituted or unsubstituted (C_1-C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3-C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

17. The compound of claim 1, wherein R^{4A} , R^{4B} , R^{4C} , R^{4D} , R^{4E} , and R^{4F} are members independently selected from substituted or unsubstituted (C_1-C_{10}) alkyl,

unsubstituted (C_3-C_8) cycloalkyl, R_{4G_3} -substituted or unsubstituted 3-

or unsubstituted 2-10 membered heteroalkyl, R_{4G_3} -substituted or

$-SH$, R_{4G_3} -substituted or unsubstituted (C_1-C_{10}) alkyl, R_{4G_3} -substituted

R_{4G_1} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂,

heteroaryl, wherein

substituted or unsubstituted aryl, and R_{4G_2} -substituted or unsubstituted

cycloalkyl, R_{4G_1} -substituted or unsubstituted heterocycloalkyl, R_{4G_2} -

substituted or unsubstituted heteroalkyl, R_{4G_1} -substituted or unsubstituted

-COOH, -CF₃, -NH₂, -SH, R_{4G_1} -substituted or unsubstituted alkyl, R_{4G_1} -

R_{4G} is a member independently selected from hydrogen, halogen, -OH,

The compound of claim 18, wherein

w is an integer from 1 to 5.

v is 0, 1, or 2; and

alkyl, and substituted or unsubstituted heteroalkyl, and

R_{4I} is a member selected from hydrogen, substituted or unsubstituted

X is a member selected from a bond, -S(O)^v- and -S(O)^vNR_{4I}-, wherein

substituted or unsubstituted heteroaryl;

membered heterocycloalkyl, substituted or unsubstituted aryl, and

unsubstituted (C_3-C_7) cycloalkyl, substituted or unsubstituted 3-

A is a substituted or unsubstituted ring selected from substituted or

aryl, and substituted or unsubstituted heteroaryl;

substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted

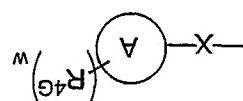
or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl,

-COOH, -CF₃, -NH₂, -SH, substituted or unsubstituted alkyl, substituted

R_{4G} is a member independently selected from hydrogen, halogen, -OH,

wherein

(V)



18. The compound of claim 1, wherein R_4 has the formula:

unsubstituted aryl, and substituted or unsubstituted heteroaryl.

C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or

substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3 -

8 membered heterocycloalkyl, R^{4G4} -substituted or unsubstituted aryl, and R^{4G4} -substituted or unsubstituted heteroaryl, and

R^{4G2} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH, R^{4G3} -substituted or unsubstituted (C₁-C₁₀) alkyl, R^{4G3} -substituted or unsubstituted 2-10 membered heteroalkyl, R^{4G3} -substituted or unsubstituted (C₃-C₈) cycloalkyl, R^{4G3} -substituted or unsubstituted 3-8 membered heterocycloalkyl, R^{4G4} -substituted or unsubstituted aryl, and R^{4G4} -substituted or unsubstituted heteroaryl,

R^{4G3} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C₁-C₁₀) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C₃-C₈) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl, and

R^{4G4} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C₁-C₁₀) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C₃-C₈) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl.

20. The compound of claim 19, wherein A is a member selected from phenyl, pyrazolyl, furanyl, imidazolyl, isoxazolyl, oxadiazolyl, oxazolyl, pyrrolyl, pyridyl, pyrazyl, pyrimidyl, pyridazinyl, thiazolyl, isothioazolyl, triazolyl, thienyl, triazinyl, thiadiazolyl, dioxolanyl, dioxanyl, trioxanyl, tetrahydrothienyl, tetrahydrofuranyl, tetrahydrothiophenyl, tetrahydropyranyl, tetrahydrothiopyranyl, pyrrolidinyl, morpholino, piperidinyl, and piperazinyl.

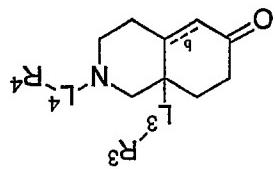
21. The compound of claim 18, wherein

R^{4G} is selected from hydrogen, substituted (C₁-C₅) alkyl, substituted or unsubstituted 2-5 membered heteroalkyl, substituted (C₅-C₇)cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted aryl, and substituted or unsubstituted heteroaryl;

A is a substituted or unsubstituted ring selected from substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl; and

R^{4I} is hydrogen.

(II).



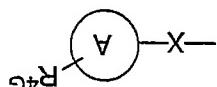
26. The compound of claim 1 having the formula:

 L_4 is a bond. L_3 is a bond; and X is $-S(O)^{2-}$;

A is a substituted or unsubstituted ring selected from unsubstituted or substituted or unsubstituted heteroaryl, and
 $3\text{-}7$ membered heterocycloalkyl, unsubstituted or unsubstituted unsubstituted (C₃ -- C₇) cycloalkyl, unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and
 R_{4G} is a member selected from unsubstituted or unsubstituted allyl,

wherein

(V)

 R_4 has the formula: R_3 is substituted or unsubstituted benzyl; R_2 is O;

the dashed line b is a bond;

The compound of claim 1 wherein

25.

L_2 , L_3 and L_4 are members independently selected from a bond and unsubstituted (C₁ -- C₅) alkylene.

The compound of claim 1, wherein

24.

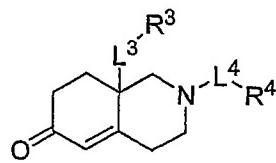
The compound of claim 18, wherein X is $-S(O)^{2-}$.

23.

The compound of claim 18, wherein R_{4G} is a branched or unbranched (C₁ -- C₁₀)alkyl.

22.

27. The compound of claim 1 having the formula:



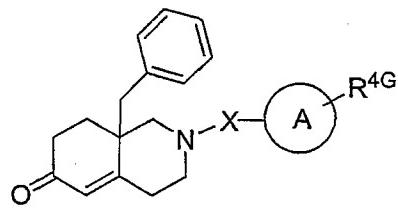
(VIII).

28. The compound of claim 1 having the formula:



(XI).

29. The compound of claim 1 having the formula:



(X)

wherein

R^{4G} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

A is a substituted or unsubstituted ring selected from substituted or unsubstituted (C_3-C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl; and

X is a member selected from a bond, $-S(O)_2-$, and $-S(O)_2NR^{4I}-$, wherein

R^{4I} is a member selected from hydrogen, substituted or unsubstituted alkyl, and substituted or unsubstituted heteroalkyl.

30. A method of treating a disorder or condition through modulating a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of claim 1.

31. A method of treating a disorder or condition through sialogonizing a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of claim 1.
32. A method of modulating a glucocorticoid receptor including the steps of contacting a glucocorticoid receptor with the compound of claim 1 and detecting a change in the activity of the glucocorticoid receptor.
33. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and the compound of claim 1.